



Norfolk Southern Corporation
Law Department
185 Spring Street, S.W.
Atlanta, Georgia 30303-9998

RECORDATION NO. 12689C Filed & Recorded

David R. Willson
Senior General Attorney
404 529-2352

OCT 31 1986 12-55 PM

INTERSTATE COMMERCE COMMISSION
October 24, 1986
46137, 61052

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 6-304A051
Date OCT 31 1986
Fee \$ 10.00

ICC Washington, D.C.

Dear Ms. McGee:

I enclose four original counterparts of the document described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49 of the U.S. Code and return, together with an original counterpart thereof for retention by the Commission.

In accordance with 49 CFR Part 1177 covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Deed of Release and Satisfaction and Bill of Sale dated as of September 17, 1986 executed by Manufacturers Hanover Trust Company, 600 5th Avenue, New York, New York 10020, Trustee-Lessor, and relating to an Equipment Trust Agreement between the Trustee-Lessor and Southern Railway Company, 185 Spring Street S.W., Atlanta, GA 30303, Lessee, and is a "secondary document" under 49 CFR §1177.1.
- (2) The "primary document" to which the enclosed secondary document is connected is an Equipment Trust Agreement between the Trustee-Lessor and the Lessee, dated as of December 20, 1980, constituting Southern Railway Equipment Trust No. 7 of 1980, which was filed and recorded in your office on December 30, 1980 at 12:55 P.M. and assigned recordation No. 12689.
- (3) The enclosed document was executed to evidence the release, discharge and satisfaction of all obligation and indebtedness of the Lessee under the "primary document" described in paragraph (2) hereof, and to convey to the Lessee title to the Trust Equipment which was the subject of the "primary document".
- (4) The names and addresses of the parties to the enclosed document and the "primary document" to which it is connected are shown in paragraph (1) hereof.

Ms. Noreta R. McGee
October 24, 1986
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- (5) After recordation, the four original counterparts of the enclosed document not required by the Commission for recordation should be returned to David R. Willson, Esq., Senior General Attorney, Norfolk Southern Corporation, 185 Spring Street, S.W., Atlanta, GA 30303.
- (6) The recordation fee of \$10 is enclosed.
- (7) A short summary of the enclosed document for index use follows:

This is a Deed of Release and Satisfaction and Bill of Sale dated as of 10-17-86 releasing the lien of the Trustee under Southern Railway Equipment Trust No. 7 of 1980 (I.C.C. Recordation No. 12689) and terminating that Agreement, conveying the Trustee's interest in the rolling stock subject to such agreement to the former Lessee.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "David R. Willson".

David R. Willson
Senior General Attorney

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

10/31/86

OFFICE OF THE SECRETARY

David R. Willson
Senior General Atty.
Norfolk Southern Corp.
185 Spring Street, S.W.
Atlanta Georgia 30303-9998
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/31/86 at 12:55pm, and assigned re-recording number(s). 12689-C

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

Executed in 6 Counterparts, of
which this is Counterpart No. 2

RECORDATION NO. 12689 C Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SOUTHERN RAILWAY EQUIPMENT TRUST NO. 7 OF 1980

DEED OF RELEASE AND SATISFACTION
AND
BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, as Trustee (the "Trustee") under an Equipment Trust Agreement dated as of December 20, 1980 called SOUTHERN RAILWAY EQUIPMENT TRUST NO. 7 OF 1980 (the "Trust Agreement") between the Trustee and SOUTHERN RAILWAY COMPANY, a Virginia Corporation (the "Company");

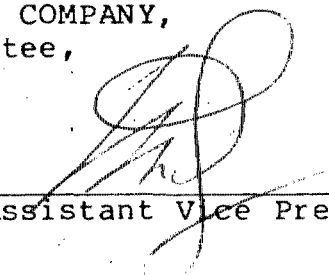
HEREBY CERTIFIES that:

WHEREAS, the Company has complied with all its obligations under the terms of the Trust Agreement, and all of the principal amount of the Trust Certificates (as defined in the Trust Agreement) and of the interest due thereon have been fully paid and all of the obligations of the Company under the Trust Agreement have been fully complied with and performed.

NOW THEREFORE, in consideration of the premises and of the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Trustee, the Trustee hereby declares the Trust Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto Company, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Trust Agreement, and releases the Company from any and all obligations of the Trust Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by its officer thereunto duly authorized and its corporate seal, duly attested, to be hereunto affixed as of this 17 day of October, 1986.

MANUFACTURERS HANOVER
TRUST COMPANY,
Trustee,

By 
Assistant Vice President

[SEAL]
Attest:


Assistant Secretary

State of New York }]
County of New York }] ss.:

On this 17 day of October, 1986, before me personally appeared W.B. Dodge, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathy A. Murphy
Notary Public

[Notarial Seal]

KATHY A. MURPHY
Notary Public, State of New York
No. 80-4325140
Qualified in Westchester County
Certificate filed in New York County
Commission Expires July 31, 1988